

AUG 1 1996

ARTICLES OF INCORPORATION
OF
WINDSOR PARK LAKES HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for WINDSOR PARK LAKES HOMEOWNERS ASSOCIATION, INC. (the "Association").

I. CORPORATE NAME

The Name of the corporation is WINDSOR PARK LAKES HOMEOWNERS ASSOCIATION, INC.

II. CORPORATE ADDRESS AND AGENT

The street address of the Association's initial registered office is 7302 Birchtree Forest Dr., Houston, Texas 77088, and the name of its initial registered agent at such address is Nino R. Corbett.

III. CORPORATE STATUS

The Association is a non-profit corporation. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law.

IV. PURPOSES AND POWERS OF THE ASSOCIATION

The Association is formed for the purposes of providing for community, civic, and social welfare of the owners, residents, and occupants of the land which may at any time and from time to time be subject to certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration"), Supplemental Restrictions or Annexation Agreements to be recorded in the Official Public Records of Real Property of Harris County, Texas, and to promote the health, safety, and welfare of the owners, residents, and occupants, and for these purposes to:

a. provide and maintain the common areas, facilities, and a service of overall benefit to owners, residents, and occupants of the land subject to the jurisdiction of the Association, including, but not by way of limitation, lighting, maintenance and cleaning of the streets internal to the land; maintenance of the common areas and landscape reserves conveyed to or owned by the Association; maintenance of street right of ways adjacent to landscape reserves and esplanades within the right of ways, recreation; and other services, facilities and activities as may be in the community's interest.

b. exercise all of the powers and privileges and performance all of the duties and obligations of the Association as set forth in the Declaration;

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c. fix, levy, collect, and enforce payment by the lawful means of all assessments pursuant to the terms of the Declaration;

d. pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, and governmental charges levied or imposed against the property of the Association;

e. acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of interests in and to real or personal property in connection with the affairs of the Association;

f. borrow money and with the approval of a majority of the votes of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

g. dedicate, sell, or transfer all or any part of the parks, common area, and facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the board of directors; provided that no conveyance of any parks, common area, or facilities other than the granting of utility easements shall be permitted except to a public entity established for purposes similar to the Association or which shall be dedicated to the preservation of community purposes and interest and which is capable of maintaining and agreeing to maintain the same; and further provided that any dedication, sale, or transfer other than for utility easements shall be approved by a 2/3 majority of the votes in the Association;

h. participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any merger or consolidation shall be approved by a 2/3 majority of the votes in the Association;

i. establish and enforce rules and regulations governing the use, operation, maintenance, control, and disposition of property to which the Association holds title or to which control is vested in the Association; and

j. exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law now or hereafter may have or exercise; provided that none of the objects or purposes set out in these Articles shall be construed to authorize the Association to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to the Act.

V. MEMBERSHIP

Every person or entity who is a record owner of fee simple title to any property subject to assessment by the Association shall be a member of the Association. Persons or entities who hold an interest in any property subject to assessment merely as security for the performance of any obligation shall not, however, be members. Membership shall be the sole qualification to be a member.

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VI. VOTING RIGHTS

Votes in the Association shall be assigned on the basis of Class Membership, as follows:

For as long as Class B votes shall continue to exist, there shall be two classes of votes in the Association, as follows:

Class A. In any election or required vote of the Association, each Lot owned by an owner other than the declarant of the Declaration shall be entitled to one vote. When more than one person is the owner of a Lot, they shall decide among themselves how their vote shall be cast and shall advise the secretary of the Association of their determination in advance of any meeting at which a vote will be taken. no vote may be cast on behalf of any Lot for which any assessment has not been paid in full by the due date set forth in the Declaration or, as applicable, by the Association.

Class B. In any election or required vote of the Association, each Lot owned by the declarant shall be entitled to nine (9) votes, except that Class B votes shall cease and be converted to Class A votes on the happening of the first of the following events:

- A. When the total outstanding Class A votes equal the total outstanding Class B votes;
- b. fifteenth anniversary from the date of the Declaration; or
- c. when the declarant terminates Class B votes by an instrument filed at the Official Public Records of Real Property of Harris County, Texas.

At such time that Declarant annexes additional property into the Association, the Class B membership shall be reinstated if it had previously ceased due to one of the conditions listed above in a, b, or c.

VII. DURATION

The Association shall exist perpetually.

VIII. DISSOLUTION

The Association may be dissolved upon approval by 2/3 majority of the total votes in the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused acceptance, the assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

IX. INDEMNIFICATION

The Association shall indemnify its directors, officers, employees, and agents to the full extent permitted by the laws of the State of Texas.

X. INCORPORATORS

The name and street address of the incorporator is:

Nino R. Corbett
7302 Birchtree Forest Dr.
Houston, TX 77088

XI. DIRECTORS

The number of directors of the corporation shall be three (3). The number of directors may be increased or decreased from time to time in the manner provided by the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The names and addresses of the persons who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

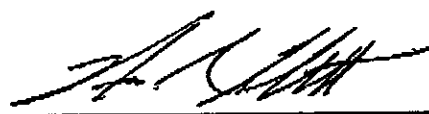
Nino R. Corbett
7302 Birchtree Forest Dr.
Houston, Texas 77088

William B. Clayton
15915 Katy Freeway, #550
Houston, Texas 77094

Lana E. Herff
7302 Birchtree Forest Dr.
Houston, Texas 77088

ACCEPTANCE

I, the undersigned, being the incorporator of this corporation, have executed these Articles of Incorporation on July 31, 1996.



Nino R. Corbett

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County, Texas on

DEC 31 2001

FILE FOR RECORD
8:00 AM

DEC 31 2001



Beverly B. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM
AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

Beverly B. Kayman
County Clerk, Harris County, Texas

547-35-2469